

**JOHN D. HEFFNER, PLLC**

1920 N STREET, N.W.

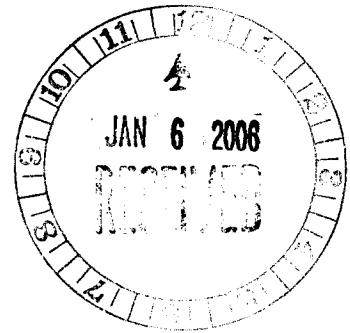
SUITE 800

WASHINGTON, D.C. 20036

(202) 263-4180

FAX (202) 296-3939

j.heffner@verizon.net



BY HAND AND FAX

ENTERED  
Office of Proceedings

JAN - 6 2006

January 5, 2006

Part of  
Public Record

**ORIGINAL**

215506

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street  
Washington, D.C. 20423-0001

**RE:** STB Finance Docket No. 34813, New York New Jersey  
Rail LLC and New York Cross Harbor Railroad Terminal  
Corp -- Transaction within a corporate family exemption

**Motion to hold in abeyance**

Dear Mr. Williams:

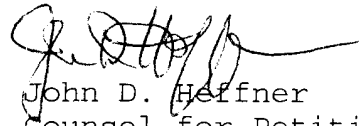
I am writing on behalf of Petitioners New York New Jersey Rail LLC and New York Cross Harbor Railroad Terminal Corp in connection with the above-captioned exemption proceeding. On December 22, 2005, I filed a corporate family transaction exemption notice which is currently pending before the Board.

**ORIGINAL**  
Counsel for Consolidated Rail Corporation has submitted two letters to the Board expressing its concerns about the effect of this transaction on Petitioners' obligations under certain agreement with Conrail. Conrail has asked the Board to stay this matter for 30 days to enable it to evaluate the proposed transaction and to determine its rights under those agreements.

By this letter, Petitioners move the Board to hold this notice in abeyance under further notice. Petitioners have scheduled a meeting with Conrail officials for Friday, January 13, 2006, at which time they will discuss issues of concern. Petitioners hope that this meeting will satisfy Conrail's concerns so that the transaction may proceed. Petitioners will notify the Board as soon as they are ready to proceed with this transaction.

Please date stamp and return one copy of this letter.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "John D. Heffner", with a long horizontal flourish extending to the right.

John D. Heffner  
Counsel for Petitioners

cc: David Konschnik, Esq, (by fax to 565-9002)  
Jonathan Broder, Esq. (by Fax)  
Charles Spitulnik, Esq.  
Mr. James Cornell